

William B. Chandler III

PARTNER

Litigation
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FOCUS AREAS

Arbitration
Board and Internal
Investigations
Corporate Governance
Corporate Governance
Litigation
Litigation
Mergers & Acquisitions
Securities Litigation
Shareholder Engagement
and Activism

HIGHLIGHTS

- An Influential Thought Leader**
Mr. Chandler is one of the world's most influential and well-respected jurists on corporate law and governance matters.
- Former Chancellor of the Delaware Court of Chancery**
He previously served as Chancellor of Delaware's Court of Chancery, the nation's leading court for corporate law cases.
- A Legacy of Legal Precedent**
As a jurist, Mr. Chandler presided over some of the most contentious and high-profile corporate law disputes in the U.S., and several of his rulings have become required reading for M&A and business law practitioners.
- Active in Influential Legal Organizations**
Mr. Chandler is a member of the American Law Institute, the Yale Center for Corporate Governance, and the Weinberg Center for Corporate Governance.

EXPERIENCE

Former Chancellor William B. Chandler III is a partner at Wilson Sonsini Goodrich & Rosati, where he advises both public and private clients in connection with corporate governance matters, special committee assignments, internal investigations, and merger and acquisition transactions. He previously served on the firm's Policy Committee.

Mr. Chandler has been recognized in the 2021-2023 editions of *Chambers USA: America's Leading Lawyers for Business* for his extensive experience with the Delaware Court of Chancery, where he served as Chancellor, and his work on corporate governance and M&A issues.

Mr. Chandler joined the firm from the Delaware Court of Chancery, the nation's leading court for corporate law cases, particularly those relating to change of control and other corporate law issues. He was appointed Chancellor in 1997, after serving as Vice Chancellor since 1989. Widely regarded as one of the country's most influential judges on issues of corporate law and governance, he issued more than a thousand opinions and presided over some of the most contentious and high-profile corporate law disputes in the country, including those involving The Walt Disney Company, Yahoo, Microsoft, Hewlett-Packard, eBay, Citigroup, Dow Chemical, and, most recently, the Air Products/Airgas dispute. Many of his rulings have become required reading for M&A and business law practitioners, and he has written and lectured widely on numerous critical corporate law issues.

Prior to his appointment to the Court of Chancery, Mr. Chandler served as resident judge of the Delaware Superior Court from 1985 to 1989. He previously was an associate with Morris, Nichols, Arsht & Tunnell and served as legal counsel to Pete duPont, the former governor of Delaware.

Earlier in his career, Mr. Chandler taught commercial law, legislative process, and remedies at the University of Alabama School of Law. He currently teaches a law course in Advanced Corporations at the University of Chicago.

Mr. Chandler is a member of the American Law Institute and a trustee of the Yale Center for Corporate Governance, and the Weinberg Center for Corporate Governance.

CREDENTIALS

Education

- LL.M., Yale Law School, 1979
- J.D., University of South Carolina School of Law, 1976
- B.A., Philosophy and Political Science, University of Delaware, 1973

Associations and Memberships

- Member, Board of Advisors, Institute for Law and Economics, University of Pennsylvania
- Member, Advisory Board, Weinberg Corporate Governance Center, University of Delaware
- Fellow, American College of Governance Counsel
- Honorary Chair, Advisory Board for the Adolf Berle Center on Corporations, Law and Society, University of Seattle School of Law
- Member, Yale University Corporate Governance Center, Yale Law School
- Member, Delaware Bar Association
- Member, American Law Institute

Honors

- Recognized in the 2021-2023 editions of *Chambers USA: America's Leading Lawyers for Business*, in which sources described him as "a consummate professional" and noted that he is "incredibly influential and has his finger on the pulse of everything on the court"
- Inducted in 2012 to the NACD Directorship 100 Corporate Governance Hall of Fame, an honor that recognizes the outstanding lifetime achievements of select individuals who have had a lasting influence on corporate governance and the boardroom community
- Recognized among Lawdragon's "500 Leading Lawyers in America" for 2011-2015
- Honored in the 2010 edition of the NACD Directorship 100, a listing of the most influential people in corporate governance
- Recipient, 2010 Simeon E. Baldwin Award for Distinguished Achievement in Law and Business, Yale Law School Center for the Study of Corporate Law

Admissions

- State Bar of Delaware
- U.S. Court of Appeals for the Third Circuit
- U.S. Supreme Court

INSIGHTS

Select Publications

- Co-author with A. Rickey, "The Trouble with *Trulia*: Re-Evaluating the Case for Fee-Shifting Bylaws as a Solution to the Overlitigation of Corporate Claims," The Harvard Law School Forum on Corporate Governance and Financial Regulation, May 11, 2017
- Author, "Thoughts on the North Dakota Publicly Traded Corporations Act of 2007," 84 *North Dakota Law Review* 1051, 2008
- Author, "Hostile M&A and the Poison Pill in Japan: A Judicial Perspective," 2004 *Columbia Business Law Review* 45, 2004
- Co-author with Chancellor Leo E. Strine, Jr., "The New Federalism of the American Corporate Governance System: Preliminary Reflections of Two Residents of One Small State," 15 *University of Pennsylvania Law Review* 953, 2003
- Author, "On the Instructiveness of Insiders, Independents, and Institutional Investors," 67 *University of Cincinnati Law Review* 1083, 1999

Select Speaking Engagements

- Keynote Address, "Checking Up on Corporate Health: Preventative Care for Companies," Summit 2012 Directors & Officers Conference, Park City, Utah, December 6, 2012
- Panelist, "Punting Peer Groups: Resolving the Compensation Conundrum," Weinberg Center for Corporate Governance, University of Delaware's Lerner College of Business and Economics, May 8, 2012